

REGISTRATION NO. 12141-9

SEP 30 1980 10 40 AM

INTERSTATE COMMERCE COMMISSION

1775 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C. 20006
TELEPHONE: (202) 862-1000
FACSIMILES: (202) 862-1095
CABLE: DEWBALAW

No. 0-27-1040

Date SEP 30 1980

Fee \$ 40.00

ICC Washington, D. C.

REGISTRATION NO. 12141-5

SEP 30 1980 10 40 AM

INTERSTATE COMMERCE COMMISSION

140 BROADWAY
NEW YORK 10005

TELEPHONE: (212) 344-8000
TELEX: 12-6825 (DOMESTIC) 620252 (INTERNATIONAL)
FACSIMILES: (212) 344-0783
CABLE: DEWBALAW

SEP 30 1980 10 40 AM

INTERSTATE COMMERCE COMMISSION

September 29, 1980

45, AVENUE GEORGE V
75008 PARIS, FRANCE
TELEPHONE: 720. 88. 21
TELEX: 620297
CABLE: DEWBALAW

MEMORANDUM FOR KEN BLOOMBERG:

Enclosed herewith is the package of documents to be filed with the Interstate Commerce Commission tomorrow, along with a check in the amount of \$40 to cover the filing fee. Please file the documents in the following order:

1. The First Supplement to Equipment Trust Agreement.
2. The Release of Equipment from Equipment Trust Agreement.
3. Assignment.
4. The Bill of Sale.

Please call me immediately after the filing is completed.

Thank you.

BKB
Byron K. Burnett

Enclosures

The charge for billing is:
Teachers 200100
Richmond Leasing V 29494

SEP 30 1980 10 40 AM
INTERSTATE COMMERCE COMMISSION

REGISTRATION NO. 12141-5

Counterspit -
D. W. H. M. M. M.

RECORDATION NO. 12141-D
Filed 1425

SEP 30 1980-10 40 AM

INTERSTATE COMMERCE COMMISSION

RELEASE OF EQUIPMENT FROM
EQUIPMENT TRUST AGREEMENT

THIS RELEASE dated as of September 30, 1980, to the Equipment Trust Agreement (hereinafter the "Trust Agreement") dated as of June 15, 1980, by and between MERCANTILE NATIONAL BANK AT DALLAS, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter in such capacity called "Trustee"), and RICHMOND LEASING COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"):

W I T N E S S E T H:

WHEREAS, the Trust Agreement was filed with the Interstate Commerce Commission on August 29, 1980, under Recordation No. 12141;

WHEREAS, Exhibit A to the Trust Agreement included as Equipment subject to the provisions of the Trust Agreement the railroad tank cars described in Annex A hereto and Exhibit B to the Trust Agreement included the existing leases described in Annex B hereto;

WHEREAS, pursuant to the terms of a Purchase Agreement (hereinafter the "Purchase Agreement") dated as of June 15, 1980, among MERCANTILE NATIONAL BANK AT DALLAS (hereinafter in such capacity called the "Interim Purchaser"), TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA (hereinafter

called the "Long-Term Purchaser") and the Company, the Interim Purchaser and the Long-Term Purchaser have each purchased Trust Certificates (hereinafter called "Trust Certificates") issued under the Trust Agreement;

WHEREAS, the parties desire to amend the Trust Agreement as provided herein;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereby agree as follows:

1. The Trust Agreement is hereby amended to delete from Exhibit A to the Trust Agreement the railroad tank cars described in Annex A hereto, and to delete from Exhibit B to the Trust Agreement the existing leases described in Annex B hereto; and such railroad tank cars and existing leases shall be released from and shall not be subject to the Trust Agreement.

2. The Long-Term Purchaser and the Interim Purchaser each severally consents to such amendment of the Trust Agreement.

3. The Trust Agreement, as hereby amended, remains in full force and effect mutatis mutandis.

4. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

5. Terms used in this Release have the same meaning herein as in the Trust Agreement.

6. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended.

7. This Release may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute one and the same instrument. This Release may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Release.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TEACHERS INSURANCE AND ANNUITY
ASSOCIATION OF AMERICA

JOHN M. BALDWIN
Assistant Vice President

By: *mg*

John M. Solheim

By: *David B. Bullett*

David B. Bullett

DAVID B. BULLETT

Vice President

ATTEST:

MERCANTILE NATIONAL BANK AT
DALLAS, TRUSTEE

Sara C. Pearl

[SEAL]

By: James H. Ryz
Trust Officer

ATTEST:

MERCANTILE NATIONAL BANK AT
DALLAS, INTERIM PURCHASER

P. K. Harms
Banking Officer

[SEAL]

By: Levy Newman
VP

ATTEST:

RICHMOND LEASING COMPANY

Kenneth W. Harlin

[SEAL]

By: Jim [Signature]

THE STATE OF NEW YORK §
COUNTY OF NEW YORK §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared **DAVID B. BULLETT**, Vice President of TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 29th day of September, 1980.

[SEAL]

Adrienne T. Martorano
NOTARY PUBLIC IN AND FOR
NEW YORK COUNTY, NEW YORK

ADRIENNE T. MARTORANO
Notary Public, State of New York
No. 41-4704569
Qualified in Queens County
Commission Expires Mar. 30, 1981

THE STATE OF NEW YORK §
COUNTY OF NEW YORK §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared **JOHN M. BALDWIN**, Assistant Vice President of TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of TEACHERS INSURANCE AND ANNUITY ASSOCIATION OF AMERICA, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 29th day of September, 1980.

[SEAL]

Adrienne T. Martorano
NOTARY PUBLIC IN AND FOR
NEW YORK COUNTY, NEW YORK

ADRIENNE T. MARTORANO
Notary Public, State of New York
No. 41-4704569
Qualified in Queens County
Commission Expires Mar. 30, 1981

THE STATE OF TEXAS §
§
COUNTY OF DALLAS §

On this 30th day of September, 1980, before me personally appeared Lonnie G. Diggs, to me personally known, who being by me duly sworn, says that he is an Vice President + Tr. Officer of MERCANTILE NATIONAL BANK AT DALLAS, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and acknowledged that the execution of the foregoing instrument was for the purposes and consideration therein expressed, and was the free act and deed of said bank.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 30th day of September, 1980.

[SEAL]

Bra J Machorsky
NOTARY PUBLIC IN AND FOR
DALLAS COUNTY, T E X A S

THE STATE OF TEXAS §
§
COUNTY OF DALLAS §

On this 30th day of September, 1980, before me personally appeared Lacy G. Newman, to me personally known, who being by me duly sworn, says that he is an Vice President of MERCANTILE NATIONAL BANK AT DALLAS, that one of the seals affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and acknowledged that the execution of the foregoing instrument was for the purposes and consideration therein expressed, and was the free act and deed of said bank.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 30th day of September, 1980.

[SEAL]

Bra J Machorsky
NOTARY PUBLIC IN AND FOR
DALLAS COUNTY, T E X A S

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared Jim Herring, Vice President of RICHMOND LEASING COMPANY, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of RICHMOND LEASING COMPANY, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 30th day of September, 1980.

[SEAL]

Adelia M. Castro
NOTARY PUBLIC IN AND FOR
HARRIS COUNTY, T E X A S

ADELIA M. CASTRO

Notary Public in and for the State of Texas
My Commission expires March 6, 1984

Annex A

Description of Trust Equipment

| <u>Quantity</u> | <u>Class</u> | <u>Capacity</u> | <u>Initialed & Car No.</u> | <u>Term of Lease</u> | <u>Date of Earliest Service</u> | <u>Monthly Rental</u> |
|-----------------|---------------|-----------------|------------------------------------|----------------------|---|---------------------------|
| 86 | DOT 111A100W1 | 13,500 Gallon | RIMX 1187 thru 1272 | 60 Mos. | August, 1980 | \$51,514 |

ANNEX B

EXISTING LEASES

1. Tank Car Lease and Service Contract dated February 28, 1980, between Richmond Leasing Company and Hooker Chemical Properties Corporation covering the following described railroad cars:

| <u>Number of Cars</u> | <u>Type</u> | <u>Car Numbers</u> |
|---------------------------|---|------------------------|
| 86 | 13,500 Gallon DOT 111A100W1 Tank Cars | RTMX 1187 thur 1272 |